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MAY 13 2004

**COMBINED DECLARATION FOR PATENT APPLICATION &
POWER OF ATTORNEY**

DOCKET NO: 62855.4

[Signature] below named inventor, I hereby declare that:

The information given herein is true;

My residence, post office address and citizenship are as stated below next to my name;
I BELIEVE I AM THE ORIGINAL, FIRST AND SOLE INVENTOR (if only one name is listed below) OR AN ORIGINAL, FIRST AND JOINT INVENTOR (if plural names are listed below) OF THE SUBJECT MATTER WHICH IS CLAIMED AND FOR WHICH A PATENT IS SOUGHT ON THE INVENTION ENTITLED:

METHODS AND COMPOSITIONS USING COMPOUNDS FROM FETAL CELLS AND TISSUES TO IMPROVE CONDITION OF SKIN

the specification of which (check only one item below):

- is attached hereto;

was filed on December 10, 2003 as United States Application Serial No. 10/733,150
and was amended on _____ (if applicable).

was filed on _____ as PCT International Application Serial No.
and was amended under PCT Article 19 _____ (if applicable)

I hereby state that I have reviewed and understand the content of the above-identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose information which is material to the examination of this application in accordance with Title 37, Code of Federal Regulations Section 1.56.

I hereby claim the benefit under Title 35, United States, §119(e) of any United States provisional application(s) listed below:

60/432,519 December 11, 2002
(Application Serial No.) (Filing Date)

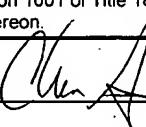
I hereby claim foreign priority benefits under Title 35, United States Code, Section 119 (a)-(d) or §365(b) of any foreign application(s) for patent or inventor's certificate, or §365(a) of any PCT international application(s) designating at least one country other than the United States of America listed below and have also identified below any foreign application(s) for patent or inventor's certificate or any PCT international application(s) designating at least one country other than the United States of America having a filing date before that of the application(s) on which priority is claimed.

FOR FOREIGN APPLICATION(S), IF ANY, FILED WITHIN 12 (6 if a Design) MONTHS PRIOR TO THE FILING DATE OF THIS APPLICATION THE PRIORITY OF WHICH WHERE PERMITTED IS HEREBY CLAIMED UNDER 35 U.S.C. SEC. 119.

COUNTRY	APPLICATION OF NUMBER	DATE OF FILING (day, month, year)	DATE OF ISSUE (day, month, year)	PRIORITY CLAIMED

I hereby claim the benefit under Title 35, United States Code, Section 120 of any United States application(s) or PCT international application(s) designating the United States of America that is/are listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in that/those prior application(s) in the manner provided by the first paragraph of Title 35, United States Code, Section 112, I acknowledge the duty to disclose material information as defined in Title 37, Code of Federal Regulations, Section 1.56(a) which occurred between the filing date of the prior application(s) and the national or PCT international filing date of this application.

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COMBINED DECLARATION FOR PATENT APPLICATION & POWER OF ATTORNEY – Continued				ATTORNEY'S DOCKET NO: 62855.4	
U.S. APPLICATION NO.	U.S. FILING DATE	PATENTED	PENDING	ABANDONED	
PCT APPLICATIONS DESIGNATING THE U.S.					
PCT APPLICATION NO.	PCT FILING DATE	U.S. SERIAL NUMBERS			
POWER OF ATTORNEY: As a named inventor, I hereby appoint the following attorney(s) and/or Agent(s) to prosecute this application and transact all business in the Patent and Trademark Office connected therewith. Marc A. Sockol, Reg. No. 40,823; Vidya R. Bhakar, Reg. No. 42,323; Cameron K. Kerrigan, Reg. No. 44,826; David B. Abel, Reg. No. 32,394; Nathan Lane III, Reg. No. 43,738; Michael A. Lechter, Reg. No. 27,350; David E. Rogers, Reg. No. 38,287; William R. Bachand, Reg. No. 34,980; Les J. Weinstein, Reg. No. 19,625; Aaron Wininger, Reg. No. 45,229; Paul J. Meyer 47,791; Victor Repkin, Reg. No. 45,039; Alexander B. Ching, Reg. No. 41,669; Douglas H. Goldhush, Reg. No. 33,125; Kevin F. Turner, Reg. No. 43,437; Dinnatia J. Doster, Reg. No. 45,268; Sam Huang, Reg. No. 48,430; Charles E. Runyan, Reg. No. 43,066; Stuart A. Whittington, Reg. No. 45,215; Sung I. Oh, Reg. No. 45,583; and Donnie L. Kidd, Reg. No. 50,285.; Earl A. Bright II, Reg. No. 37,045; Ronald D. Devore, Reg. No. 39,958; Tim Kitchen, Reg. No. 41,900; Philip Yip, Reg. No. 37,265; Victoria Nicholson, Reg. No. 47,823; Christopher J. Buchko, Reg. No. 52,668.					
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1	FULL NAME OF INVENTOR	LAST NAME Soo	FIRST NAME Chia	MIDDLE NAME	
	RESIDENCE & CITIZENSHIP	CITY Beverly Hills	STATE OR FOREIGN COUNTRY California	COUNTRY OF CITIZENSHIP USA	
	POST OFFICE ADDRESS	STREET 115 North Doheny Drive	CITY Beverly Hills	STATE OR COUNTRY CA	ZIP CODE 90211
I further declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.					
Signature Of Inventor  Chia Soo DATE 5/12/04					